

Bluedorn Todd M
Form 4
March 19, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Bluedorn Todd M

2. Issuer Name and Ticker or Trading Symbol
LENNOX INTERNATIONAL INC
[LII]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2140 LAKE PARK BLVD.

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/15/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

RICHARDSON, TX 75080

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, Par Value \$0.01 Per Share	03/15/2018		A		41,316	A	\$ 211.61 214,976
Common Stock, Par Value \$0.01 Per Share	03/15/2018		F		16,258	D	\$ 211.61 198,718
Common Stock, Par Value	03/16/2018		S ⁽¹⁾		300	D	\$ 200.287 198,418

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Value					<u>(2)</u>		
\$0.01 Per Share							
Common Stock, Par Value	03/16/2018	<u>S(1)</u>	500	D	\$ 201.579	197,918	D
\$0.01 Per Share					<u>(3)</u>		
Common Stock, Par Value	03/16/2018	<u>S(1)</u>	900	D	\$ 202.559	197,018	D
\$0.01 Per Share					<u>(4)</u>		
Common Stock, Par Value	03/16/2018	<u>S(1)</u>	1,100	D	\$ 206.935	195,918	D
\$0.01 Per Share					<u>(5)</u>		
Common Stock, Par Value	03/16/2018	<u>S(1)</u>	2,300	D	\$ 207.298	193,618	D
\$0.01 Per Share					<u>(6)</u>		
Common Stock, Par Value	03/16/2018	<u>S(1)</u>	1,300	D	\$ 208.845	192,318	D
\$0.01 Per Share					<u>(7)</u>		
Common Stock, Par Value	03/16/2018	<u>S(1)</u>	3,300	D	\$ 209.674	189,018	D
\$0.01 Per Share					<u>(8)</u>		
Common Stock, Par Value	03/16/2018	<u>S(1)</u>	13,700	D	\$ 211.289	175,318	D
\$0.01 Per Share					<u>(9)</u>		
Common Stock, Par Value	03/16/2018	<u>S(1)</u>	1,658	D	\$ <u>211.64</u>	173,660	D
\$0.01 Per Share					<u>(10)</u>		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not

SEC 1474
(9-02)

required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4)	
							Date Exercisable	Expiration Date	Title	Amount or Number of Shares
							Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bluedorn Todd M 2140 LAKE PARK BLVD. RICHARDSON, TX 75080	X		Chairman and CEO	

Signatures

/s/ Sarah Braley, attorney-in-fact for Todd M.
Bluedorn

03/19/2018

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This sale was effected pursuant to a Rule 10b5-1 trading plan.
Reflects a weighted average sale price of \$200.287 at prices ranging from \$200.03 to \$200.79 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
 - (3) Reflects a weighted average sale price of \$201.579 at prices ranging from \$201.10 to \$201.99 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
 - (4) Reflects a weighted average sale price of \$202.559 at prices ranging from \$202.36 to \$203.32 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
 - (5)

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Reflects a weighted average sale price of \$206.935 at prices ranging from \$206.05 to \$207.04 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(6) Reflects a weighted average sale price of \$207.298 at pricing ranging from \$207.05 to \$207.92 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(7) Reflects a weighted average sale price of \$208.845 at prices ranging from \$208.24 to \$209.06 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(8) Reflects a weighted average sale price of \$209.674 at prices ranging from \$209.38 to \$210.12 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(9) Reflects a weighted average sale price of \$211.289 at prices ranging from \$210.49 to \$211.45 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(10) Reflects a weighted average sale price of \$211.64 at prices ranging from \$211.49 to \$212.20 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

Remarks:

Attorney-in-fact pursuant to power of attorney dated December 6, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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